

**LAW OFFICES OF
LOUIS E. GITOMER**

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

March 4, 2008

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO.

26163-C FILED

MAR 04 '08

-11 48 AM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release and Termination of Lease, a secondary document, dated as of March 1, 2008. The primary document to which this is connected is recorded under Recordation No. 26163. We request that one copy of this document be recorded under Recordation No. 26163-C.

The names and addresses of the parties to the Partial Release and Termination of Lease are:

Lessor:

MHCB (USA) Leasing & Finance Corporation
1251 Avenue of the Americas
New York, NY 10020

Lessee:

Oklahoma Gas and Electric Company
321 North Harvey Street
Oklahoma City, OK 73102

A description of the equipment covered by the Partial Release and Termination of Lease consists of two coalporter cars numbered OGEX 2512 and 3384.

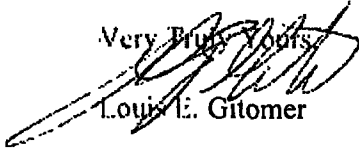
Honorable Anne K. Quinlan
March 1, 2008
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A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Partial Release and Termination of Lease between MHCB (USA) Leasing & Finance Corporation, 1251 Avenue of the Americas, New York, NY 10020, and Oklahoma Gas and Electric Company, 321 North Harvey Street, Oklahoma City, OK 73102, covering Two coalporter cars numbered OGEX 2512 and 3384.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MAR 04 '08 -11 48 AM

PARTIAL RELEASE AND TERMINATION OF LEASE SURFACE TRANSPORTATION BOARD

By this Partial Release and Termination of Lease (this "*Partial Release*"), dated as of March 1, 2008, MHC'B (USA) Leasing & Finance Corporation ("*MHC'B*"), as lessor, and Oklahoma Gas and Electric Company ("*OGE*"), as lessee, do agree as follows.

1. A Memorandum of Lease Agreement dated as of February 1, 2006 (the "*Lease*") between MHC'B, as lessor, and OGE, as lessee, was recorded at the Surface Transportation Board on February 1, 2006 under Recordation No. 26163 for 1,464 coalporter cars numbered OGEX 2001-3530, inclusive (excluding cars numbered OGEX 2003, 2007, 2030, 2054, 2081, 2085, 2116, 2165, 2178, 2180, 2198, 2245, 2254, 2258, 2303, 2319, 2335, 2366, 2385, 2399, 2412, 2422, 2433, 2469, 2480, 2489, 2510, 2558, 2597, 2625, 2656, 2694, 2703, 2732, 2737, 2773, 2836, 2880, 2908, 2913, 2945, 2950, 3066, 3070, 3091, 3175, 3194, 3195, 3198, 3207, 3240, 3250, 3258, 3270, 3284, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3403, 3411, 3425, and 3475) (the "*Equipment*").
2. A derailment on January 25, 2008 resulted in the destruction of 2 coalporter cars numbered OGEX 2512 and 3384 (the "*Destroyed Cars*").

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. MHC'B and OGE do hereby acknowledge and confirm for the public record.
 - (a) That all sums due with respect to the Destroyed Cars have been fully discharged and satisfied
 - (b) The satisfaction and release of their interests to the Destroyed Cars under the Lease.
2. This Partial Release does not apply to the Equipment and provisions of the Lease stated to survive such termination
3. This Partial Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Release.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release on the dates set forth in the notary acknowledgements below, but this Partial Release is to be effective for all purposes as of March 1, 2008.

MHC B (USA) LEASING & FINANCE CORPORATION
as Lessor

By: _____
Name: Victor Mora
Title: Vice President

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee


By: _____
Deborah Fleming
Vice President and Treasurer

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release on the dates set forth in the notary acknowledgments below, but this Partial Release is to be effective for all purposes as of March 1, 2008

MUCB (USA) LEASING & FINANCE CORPORATION,
as Lessor

By: _____
Name: _____
Title: _____

OKLAHOMA GAS AND ELECTRIC COMPANY,
as Lessee

By:  _____
Deborah Fleming
Vice President and Treasurer

State of New York)
) ss.
County of New York)

On this day of , 2008, before me personally appeared
 , to me personally known, who being duly sworn, says that
he is of MITCB (USA) Leasing & Finance Corporation, that said instrument
was signed and sealed on behalf of said corporation and that said instrument is the free act and
deed of said corporation.

Notary Public

My Commission expires on:

LISA HAYES
Notary Public, State of New York
No. 02166118401
Qualified in New York County
Commission Expires November 8, 20

State of Oklahoma)
) ss.
County of Oklahoma)

On this day of , 2008, before me personally appeared Deborah Fleming, to
me personally known, who being duly sworn, says that she is Vice President and Treasurer of
Oklahoma Gas and Electric Company, that said instrument was signed and sealed on behalf of
said corporation and that said instrument is the free act and deed of said corporation.

Notary Public

My Commission expires on:

State of New York)
) ss:
County of New York)

On this day of 2008, before me personally appeared
 , to me personally known, who being duly sworn, says
that he is of MHCB (USA) Leasing & Finance Corporation, that said
instrument was signed and sealed on behalf of said corporation and that said instrument is the
free act and deed of said corporation

Notary Public
My Commission expires on: _____

State of Oklahoma)
) ss:
County of Oklahoma)

On this day of 2008, before me personally appeared
Deborah Fleming, to me personally known, who being duly sworn, says that she is Vice
President and Treasurer of Oklahoma Gas and Electric Company, that said instrument was
signed and sealed on behalf of said corporation and that said instrument is the free act and deed
of said corporation.

Notary Public
My Commission expires on: _____